

# BRYAN CAVE LLP

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HAROLD R. BURROUGHS

(314) 259-2706

September 13, 1996

## VIA FEDERAL EXPRESS

Surface Transportation Board  
Room 2311  
12th and Constitution Avenue  
Washington, D.C. 20423

Attn: Mr. Vernon Williams

Re: Boatmen's Equipment Finance, Inc./Illinois Central Railroad  
Company/First Union Rail Corporation

Ladies and Gentlemen:

Enclosed with this letter is an original and a copy of each of the following documents:

1. Memorandum of Lease Agreement dated as of April 25, 1996 by Boatmen's Equipment Finance, Inc. and Illinois Central Railroad Company; and
2. Memorandum of Replacement Lease Agreement dated as of April 25, 1996 by and between Boatmen's Equipment Finance, Inc. and First Union Rail Corporation.

Please arrange for recordation of the enclosed originals in the appropriate records of the Surface Transportation Board in the order set forth above. Please return a file-stamped copy of the enclosed documents in the enclosed self-addressed, stamped envelope.

We have included a check in the amount of \$42.00 payable to the Surface Transportation Board in payment of the appropriate fee.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 16 9 42 AM '96


20265  
SEP 1 1996 AM  
20265  
SEP 1 1996 04:47 AM

**BRYAN CAVE LLP**

Surface Transportation Board  
September 13, 1996  
Page 2

Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Harold R. Burroughs", with a stylized flourish at the end.

Harold R. Burroughs

HRB:smc  
Enclosures

cc: Myles L. Tobin, Esq.  
Robert V. Baker, Esq.  
Mr. Steven R. Powell  
Steven L. Davis, Esq.

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001**

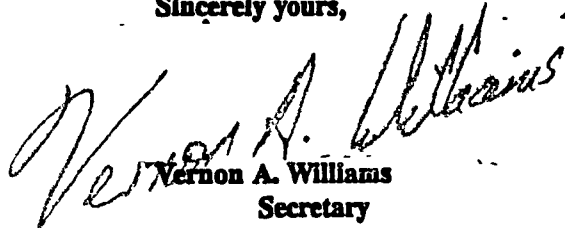
9/16/96

Harold R. Burroughs  
Bryan Cave LLP  
One Metropolitan Square, Ste. 3600  
St. Louis, Missouri 63102-2750

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/16/96 at 9:45AM, and assigned recordation number(s). 20265 and 20265-A.

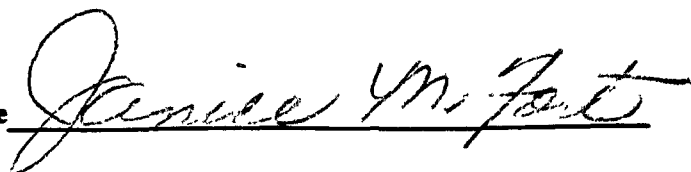
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



SEP 16 1996 AM

# MEMORANDUM OF MASTER LEASE AGREEMENT

Memorandum of Master Lease Agreement made and entered into as of September 6, 1996 by and between BOATMEN'S EQUIPMENT FINANCE, INC., a Missouri corporation ("Lessor"), and ILLINOIS CENTRAL RAILROAD COMPANY, a Delaware corporation ("Lessee").

## WITNESSETH:

The undersigned have entered into that certain Master Lease Agreement, dated as of April 25, 1996 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain 100-ton plate boxcars bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOATMEN'S EQUIPMENT FINANCE,  
INC.

By: [Signature]  
Name: SN Powell  
Title: Vice President

Executed on this 12 day of September,  
1996.

ILLINOIS CENTRAL RAILROAD  
COMPANY


By: [Signature]  
Name: D.A. KOMAN  
Title: TREASURER

Executed on this 6<sup>th</sup> day of September,  
1996.

STATE OF MISSOURI     )  
                                      ) SS:  
CITY OF ST. LOUIS     )

On this 27<sup>th</sup> day of September, 1996, before me appeared Steven R Powell, to me personally known, who, being by me duly sworn, did say that he is the Vice President of BOATMEN'S EQUIPMENT FINANCE, INC., a corporation of the State of Missouri, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said Steven R Powell acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

  
My Term Expires:  
9-9-98

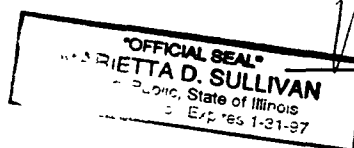
Susan M Hill  
Notary Public

STATE OF Illinois     )  
                                      ) SS:  
COUNTY OF Cook     )

On this 6<sup>th</sup> day of September, 1996, before me appeared D.A. Korman, to me personally known, who, being by me duly sworn, did say that he is the Treasurer of ILLINOIS CENTRAL RAILROAD COMPANY, a corporation of the State of Delaware, and that said instrument was signed and sealed in behalf of said corporation, by authority of its Board of Directors, and said Treasurer acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Term Expires:  
Jan 31, 1997



Marietta D. Sullivan  
Notary Public

## **EXHIBIT A**

| <u>EQUIPMENT</u>                          | <u>QUANTITY</u> | <u>REPORTING MARKS</u> |
|---|-----------------|------------------------|
| New Gunderson, Inc. 100-ton plate boxcars | 100             | IC 533000-IC 533099    |